

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: :
Debtors.¹ : (Jointly Administered)
: :
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**DEBTORS' OMNIBUS REPLY TO ALL MOTIONS FOR ALLOWANCE
AND/OR PAYMENT OF ADMINISTRATIVE EXPENSE CLAIMS**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in response to pending motions for payment and/or allowance of an administrative expense claim, including those listed on **Exhibit A** hereto.

Response

1. On October 15, 2019, the Bankruptcy Court entered an order (ECF No. 5370) (the “**Confirmation Order**”) confirming the *Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (ECF No. 5293) (the “**Plan**”).² The Confirmation Order provides:

Any motion for allowance or payment of an Administrative Expense Claim that is pending or filed after the date of the entry of this Confirmation Order (i) shall be adjourned until a date as determined by the Debtors (in consultation with the Creditors’ Committee) or the Liquidating Trust (as applicable) and in consultation with the applicable claimant and subject to this Court’s availability, and (ii) shall be treated as a proof of an Administrative Expense Claim. Any discovery requests in connection with any Administrative Expense Claim shall be adjourned indefinitely, unless the Debtors have objected to the allowance of such Administrative Expense Claim. Notwithstanding anything in the Bar Date Order, any scheduled or requested hearings pursuant to the 503(b)(9) Claim Procedures (as defined in the Bar Date Order) are hereby cancelled.

Confirmation Order, ¶ 51.

2. Accordingly, all motions for allowance as payment of an Administrative Expense Claim are adjourned until a date to be determined by the Debtors in consultation with the Creditors’ Committee or the Liquidating Trust, as applicable, and any scheduled or requested hearings pursuant to the 503(b)(9) Claims Procedures (as defined in the Bar Date Order) are cancelled. The Debtors will reconcile

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Plan or the Confirmation Order.

Administrative Expense Claims in accordance with the Administrative Expense Claims Consent Program and the Plan.

3. All rights to object to any Administrative Expense Claim are preserved and nothing herein is an admission or acknowledgement that any Administrative Expense Claim alleged in an adjourned motion should be allowed.

Dated: October 21, 2019
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Attorneys for Debtors
and Reorganized Debtors*

Exhibit A

#	Claimant(s)	Pleading(s)
1.	Alpine Creations Ltd.	<i>Motion of Alpine Creations Ltd. to Allow and Compel Payment of Administrative Expense Claim Under 11 U.S.C. §§ 503(b)(1) and 503(b)(9) (ECF No. 4631)</i>
2.	Appalachian Power Company, <i>et al.</i>	<i>Motion of Certain Utility Companies to Determine Adequate Assurance of Payment Pursuant to Section 366(c) of the Bankruptcy Code (ECF No. 1395)</i>
3.	Arise Virtual Solutions Inc.	<i>Motion of Arise Virtual Solutions Inc. for Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. § 503(b)(1) (ECF No. 5414)</i>
4.	ARS eCommerce, LLC	<i>Motion of ARS eCommerce, LLC for Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. § 503(b)(1) (ECF No. 5073)</i>
5.	Aspen Marketing Services, Inc.	<i>Motion of Aspen Marketing Services, Inc. to Allow and Compel Payment of Administrative Expense Claim Under 11 U.S.C. §503(b) for Services Provided to the Debtor Post-Petition (ECF No. 4001)</i>
6.	Baltimore Gas and Electric Company	<i>Application of Baltimore Gas and Electric Company Pursuant to Section 7 of the Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Providers, (II) Establishing Procedures for Determining Adequate Assurance of Payment for Future Utility Services, and (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Service [Docket No. 461] for Payment from the Adequate Assurance Account (ECF No. 3594)</i>
7.	Biltmore Commercial Properties I, LLC	<i>Biltmore Commercial Properties I, LLC's Motion for Immediate Payment of Post-Petition, Pre-Rejection Lease Obligations as Administrative Expenses (ECF No. 4426)</i>
8.	Brooks Shopping Center Partners, LLC	<i>Motion by Brooks Shopping Center Partners, LLC for Order Allowing Its Administrative Rent Claim (ECF No. 4754)</i>
9.	Colonial Properties, LLC	<i>Motion of Colonial Properties, LLC to Compel Payment of Post-Petition Date Rent and Related Lease Obligations Pursuant to 11 U.S.C. §§ 105(a), 363(e), 365(d)(3) and 503(b)(1)(A) (ECF No. 3164)</i> <i>Amended Motion of Colonial Properties, LLC to Compel Payment of Post-Petition Date Rent and Related Lease Obligations Pursuant to 11 U.S.C. §§ 105(a), 363€, 365(d)(3) and 503(b)(1)(A) (ECF No. 4319)</i>

#	Claimant(s)	Pleading(s)
10.	Commonwealth Edison Company	<i>Application of Commonwealth Edison Company Pursuant to Section 7 of the Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Providers, (II) Establishing Procedures for Determining Adequate Assurance of Payment for Future Utility Services, and (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Service [Docket No. 461] for Payment from the Adequate Assurance Account (ECF No. 3423)</i>
11.	Crown Equipment Corporation	<i>Motion of Crown Equipment Corporation for Allowance and Payment of Administrative Expense Claims Pursuant to 11 U.S.C. §§ 503(a), 503(b)(1), and 507(a)(2) (ECF No. 5033)</i>
12.	Cupid Foundations, Inc.	<i>Motion of Cupid Foundations, Inc. for Allowance of Section 503(b)(9) Administrative Expense Claim (ECF No. 1385)</i>
13.	Demert Brands, Inc.	<i>Motion of Demert Brands, Inc. for an Order Pursuant to 11 U.S.C. § 503, (i) Granting an Administrative Expense; (ii) Compelling the Immediate Payment of the Administrative Expense Claim for Goods Provided by Demert Brands, Inc. to the Debtor Post-Petition; and (iii) For Such Other and Further Relief the Court Deems Appropriate (ECF No. 4663)</i>
14.	DXC Technology Services, LLC, successor in interest to Computer Sciences Corporation and CSC Covansys Corporation	<i>Motion of DXC Technology Services, LLC for Allowance of Administrative Expense Claim (ECF No. 5346)</i>
15.	Globant, LLC	<i>Motion of Globant, LLC to Allow and Compel Payment of Administrative Expense Claim for Post-Petition Services Provided to the Debtors (ECF No. 5027)</i>
16.	Groupby USA Inc.	<i>Motion of Groupby USA, Inc. for Allowance and Payment of Administrative Expense Claim and for Related Relief (ECF No. 3404)</i>
17.	Hain Capital Investors Master Fund, Ltd., as assignee of Blue Star Fashion NY	<i>Motion of Hain Capital Investors Master Fund, Ltd., as Assignee of Blue Star Fashion NY Inc. to Allow and Compel Payment of Administrative Expense Claim Under 11 U.S.C. § 503(b) for Goods Delivered to the Debtors Post-Petition (ECF No. 3675)</i>
18.	Indiana Public Service Company LLC	<i>Application of Northern Indiana Public Service Company LLC for Payment from the Adequate Assurance Account Pursuant to Section 7 of the Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Providers, (II) Establishing Procedures for Determining Adequate Assurance of Payment for Future Utility Services, and</i>

#	Claimant(s)	Pleading(s)
		<i>(III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Service</i> (ECF No. 4995)
19.	IQ9-200 SW C Ave, LLC	<i>Motion of IQ9-200 SW C Ave, LLC for an Order Pursuant to 11 U.S.C. §503(a), 503(b)(1)(A), and 507(a)(2) for the Payment of Administrative Expenses</i> (ECF No. 4510)
20.	Jackson EMC	<i>Joinder of Jackson EMC to the Motion of Certain Utility Companies to Determine Adequate Assurance of Payment Pursuant to Section 366(c) of the Bankruptcy Code [Docket No. 1395]</i> (ECF No. 1533)
21.	Johnson Controls, Inc.	<i>Johnson Controls, Inc.'s Motion to Allow Administrative Expense and Rejection Damages Claims Related to Sensormatic Software Maintenance Contract</i> (ECF No. 4026) <i>Johnson Controls, Inc.'s Motion to Allow Administrative Expense and Rejection Damages Claims Related to HVAC Contract</i> (ECF No. 4589)
22.	Kellermeyer Bergensons Services, LLC Innovative Facility Services	<i>Motion of Kellermeyer Bergensons Services, LLC and Innovative Facility Services for Entry of an Order (I) Compelling the Debtors to Immediately Assume or Reject the Kellermeyer and Innovative Contracts and Pay Post-Petition Amounts Due Under the Contracts, and (II) Granting Related Relief</i> (ECF No. 2837) <i>Amended Motion of Kellermeyer Bergensons Services, LLC and Innovative Facility Services for Entry of an Order (I) Compelling the Debtors to Immediately Pay Post-Petition Amounts Due and (II) Granting Related Relief</i> (ECF No. 4950)
23.	Luan Investment SE	<i>Motion to Allow and Compel Payment of Administrative Expense Claim Under 11 U.S.C. §§ 503(b)(1)(A) and (b)(1)(B) for Services Performed Post-Petition</i> (ECF No. 5060)
24.	M&S Landscaping Inc.	<i>Motion of M&S Landscaping Inc. for an Order Pursuant to 11 U.S.C. § 503(i) (i) Granting an Administrative Claim; (ii) Compelling the Immediate Payment of the Administrative Expense Claim for Services Rendered by M&S Landscaping Inc. and Incurred by the Debtor Post-Petition; and (iii) For Such Other and Further Relief the Court Deems Appropriate</i> (ECF No. 4306)
25.	Maxcolor, LLC	<i>Motion of Maxcolor, LLC for Allowance and Payment of Administrative Expense Claims</i> (ECF No. 4176)
26.	Metropolitan Edison Company, et al.	<i>Metropolitan Edison Company, Jersey Central Power & Light Company, Ohio Edison Company, the Cleveland Electric Illuminating Company, Toledo Edison Company and Pennsylvania Electric Company Pursuant to Section 7 of the Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Providers, (II) Establishing Procedures for Determining Adequate Assurance of Payment for Future Utility Services, and (III) Prohibiting Utility</i>

#	Claimant(s)	Pleading(s)
		<i>Providers from Altering, Refusing, or Discontinuing Utility Service [Docket No. 461] for Payment from the Adequate Assurance Account (ECF No. 3480)</i>
27.	Micro Focus, LLC	<i>Motion of Micro Focus, LLC for Allowance and Payment of Administrative Expense Claim and Reservation of Rights (ECF No. 5306)</i>
28.	Mingle Fashion	<i>Mingle Fashion's Motion for Entry of an Order Pursuant to 11 U.S.C. §§ 503(b) and 105(a) to Allow and Compel Payment of Administrative Expense Claims (ECF No. 4689)</i>
29.	National Grid	<i>Application of National Grid Pursuant to Section 7 of the Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Providers, (II) Establishing Procedures for Determining Adequate Assurance of Payment for Future Utility Services, and (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Service [Docket No. 461] for Payment from the Adequate Assurance Account (ECF No. 3238)</i>
30.	Optiv Security Inc.	<i>Motion of Optiv Security Inc. for Allowance of Administrative Expense Claim Pursuant to 11 U.S.C. §503(b)(1) (ECF No. 5255)</i>
31.	PECO Energy Company	<i>Application of PECO Energy Company for Allowance and Payment of Administrative Expenses (ECF No. 3459)</i>
32.	Scents of Worth, Inc.	<i>Motion to Compel Payment of Proceeds of Post-Petition Sales of Consigned Goods to Scents of Worth, Inc. (ECF No. 4633)</i>
33.	Securian Life Insurance Company; Minnesota Life Insurance Company	<i>Motion of Securian Life Insurance Company and Minnesota Life Insurance Company to Allow and Compel Payment of Administrative Expense Claim Pursuant to 11 U.S.C. § 503(b) (ECF No. 5229)</i>
34.	Sunrise Mall, LLC	<i>Motion by Sunrise Mall, LLC for Order Allowing Its Administrative Rent Claim (ECF No. 4755)</i>
35.	Synergetic Staffing, LLC	<i>Motion of Synergetic Staffing, LLC for Allowance and Payment of Administrative Expense Claim (ECF No. 5366)</i>
36.	Telebrands, Corp.	<i>Motion of Telebrands, Corp. to Allow and Compel Payment of Administrative Expense Claim Pursuant to 11 U.S.C. §§ 503(a) and 503(b)(1) (ECF No. 4419)</i>

#	Claimant(s)	Pleading(s)
37.	U.S. National Bank Association, as Trustee, Successor-in-Interest to Bank of America, N.A., as Trustee, Successor-by-Merger to LaSalle Bank National Association, as Trustee for Morgan Stanley Capital I Inc., Commercial Mortgage Pass-through Certificates, Series 2005-IQ9 for an Order Pursuant to 11 U.S.C. §503 and 507(a)(2), for the Payment of Administrative Expenses (ECF No. 4509)	<i>Application of U.S. Bank, National Association as Trustee, Successor-in-Interest to Bank of America, N.A., as Trustee, Successor-by-Merger to LaSalle Bank National Association, as Trustee for Morgan Stanley Capital I Inc., Commercial Mortgage Pass-through Certificates, Series 2005-IQ9 for an Order Pursuant to 11 U.S.C. §503 and 507(a)(2), for the Payment of Administrative Expenses</i> (ECF No. 4509)
38.	Vehicle Service Group, LLC d/b/a Rotary, a Dover Company	<i>Motion of Vehicle Service Group, LLC d/b/a Rotary, a Dover Company, for Allowance and Payment of Administrative Expense Claim Under 11 U.S.C. §§ 503(b)(1) and 503(b)(9)</i> (ECF No. 4728)
39.	Verint Americas Inc.	<i>Motion of Verint Americas Inc. for Allowance and Payment of Administrative Expense Claim and for Related Relief</i> (ECF No. 4613)
40.	VIR Ventures, Inc.; AMI Ventures, Inc.	<i>Joint Motion of VIR Ventures, Inc. and AMI Ventures, Inc. for Allowance and Payment of Administrative Claims Pursuant to 11 U.S.C. §§503(a), 503(b)(1) & 507(a)</i> (ECF No. 5242)
41.	Weihai Lianqiao International Coop. Group Co., Ltd.	<i>Motion of Weihai Lianqiao International Coop. Group Co., Ltd to Allow and Compel Payment of Administrative Expense Claims Under 11 U.S.C. §§ 503(b)(1) and 503(b)(9)</i> (ECF No. 4706)
42.	WSSR, LLC	<i>Motion of WSSR, LLC for an Order Pursuant to 11 U.S.C. §§365(d)(3), 503 and 507(a)(2), Directing the Immediate Payment of Post-Petition, Pre-Rejection Lease Obligations as Administrative Expenses</i> (ECF No. 4765)